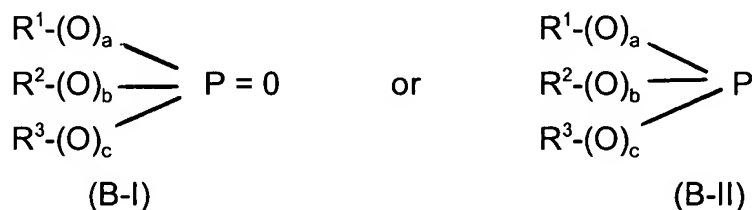


AMENDMENTS TO THE CLAIMS:

The listing of claims will replace all prior versions, and listings, the claims in the application.

Listing of the Claims:

1. (Currently Amended) A lubricating oil composition, comprising:
 - (A) a base oil; and
 - (B) a phosphorus-containing compound represented by the formulae



wherein in Formulae (B-I) and (B-II), R¹, R² and R³ are independently hydrogen or hydrocarbyl groups, and a, b and c are independently zero or 1;

(E) an alkali or alkaline earth metal salt of a hydrocarbon-substituted saligenin;

the lubricating oil composition being characterized by a sulfur content of about 0.01 to about 0.25% by weight.

2. (Original) The composition of claim 1 wherein the composition further comprises (C) an acylated nitrogen-containing compound having a substituent of at least about 10 aliphatic carbon atoms.

3. (Original) The composition of claim 1 wherein the composition further comprises (D) an alkali or alkaline earth metal salt of an organic sulfur acid, a carboxylic acid or a phenol.

4. (Cancelled)

5. (Original) The composition of claim 1 wherein the lubricating composition further comprises (F) a metal salt of a phosphorus-containing compound represented by the formula



wherein in Formula (F-I), X^1 , X^2 , X^3 and X^4 are independently O or S; a and b are independently zero or 1; and R^1 and R^2 are independently hydrocarbyl groups.

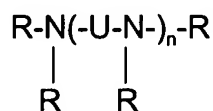
6. (Original) The composition of claim 1 wherein the lubricating oil composition further comprises (G) a dispersant viscosity index modifier.

7. (Original) The composition of claim 1 wherein in Formula (B-I), R^1 , R^2 and R^3 are independently aromatic or alkyl aromatic groups, and a, b and c are each 1.

8. (Original) The composition of claim 1 wherein (B) is a tri (alkylphenol) phosphate or a triphenyl phosphite.

9. (Original) The composition of claim 2 wherein the acylated nitrogen-containing compound (C) is derived from a carboxylic acylating agent and at least one amino compound containing at least one -NH- group, the acylating agent being linked to the amino compound through an imido, amido, amidine or salt linkage.

10. (Original) The composition of claim 9 wherein the amino compound is an alkylenepolyamine represented by the formula:



wherein U is an alkylene group of from about 2 to about 10 carbon atoms; each R is independently a hydrogen atom, a hydrocarbyl group, a hydroxy-substituted hydrocarbyl group, or an amine-substituted hydrocarbyl group containing up to about 30 carbon atoms, with the proviso that at least one R is a hydrogen atom; and n is 1 to about 10.

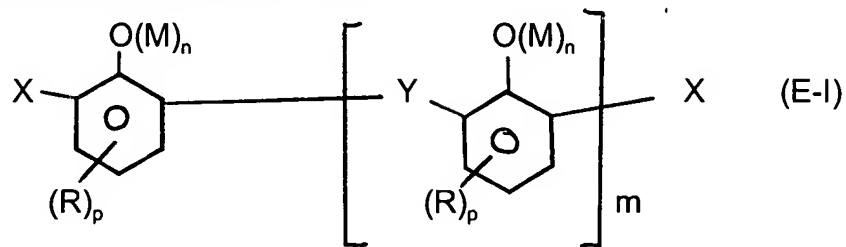
11. (Original) The composition of claim 2 wherein the acylated nitrogen-containing compound (C) is a polyisobutene substituted succinimide containing at least about 50 aliphatic carbon atoms in the polyisobutene group.

12. (Original) The composition of claim 3 wherein (D) is a neutral or basic alkali or alkaline earth metal sulfonate, carboxylate or phenate.

13. (Original) The composition of claim 3 wherein (D) is a neutral or basic alkali or alkaline earth metal salt of an aliphatic-hydrocarbon substituted salicylic acid or a lactone.

14. (Original) The composition of claim 3 wherein the alkali or alkaline earth metal in (D) is calcium or magnesium.

15. (Currently Amended) The composition of claim [[4]] 1 wherein (E) is a compound represented by the formula



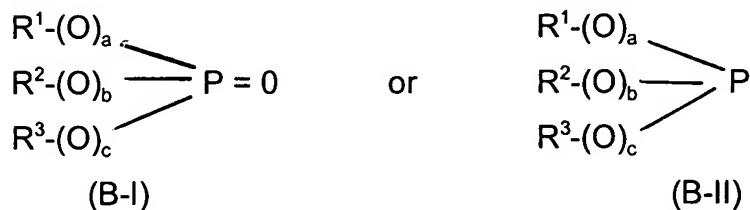
wherein in Formula (E-I): each X independently is -CHO or -CH₂OH; each Y independently is -CH₂- or -CH₂OCH₂-; wherein the -CHO groups comprise at least about 10 mole percent of the X and Y groups; each M is independently the valence of an alkali or alkaline earth metal ion; each R is independently a hydrocarbyl group containing 1 to about 60 carbon atoms; m is 0 to about 10; n is 0 or 1 provided that when n is 0 the M is replaced with H; and each p is independently 0, 1, 2, or 3; provided that at least one aromatic ring contains an R substituent and that the total number of carbon atoms in all R groups is at least 7; and further provided that if m is 1 or greater, then one of the X groups can be -H.

16. (Original) The composition of claim 5 wherein (F) is a zinc dialkyl dithiophosphate.

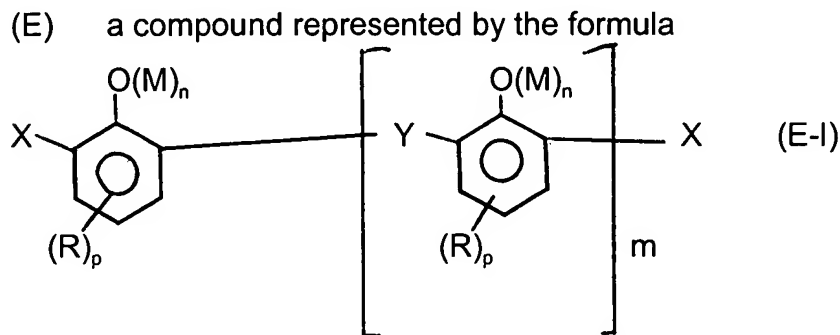
17. (Original) The composition of claim 6 wherein (G) is an olefin copolymer or an acrylate or methacrylate copolymer which is grafted with maleic anhydride and then derivatized with an alcohol or an amine.

18. (Original) The composition of claim 1 wherein the lubricating oil composition further comprises at least one ashless detergent or dispersant, corrosion-inhibiting agent, antioxidant, viscosity modifier, pour point depressant, friction modifier, fluidity modifier, copper passivator or anti-foam agent.

19. (Original) A lubricating oil composition made by combining:
- (A) a base oil;
- (B) a phosphorus-containing compound represented by the formulae



wherein in Formulae (B-I) and (B-II), R^1 , R^2 and R^3 are independently hydrogen or hydrocarbyl groups, and a , b and c are independently zero or 1; and



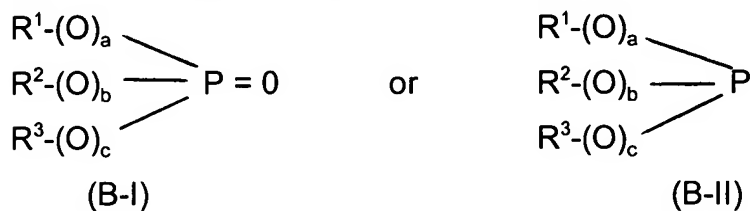
wherein in Formula (E-I): each X independently is -CHO or -CH₂OH; each Y independently is -CH₂- or -CH₂OCH₂-; wherein the -CHO groups comprise at least about 10 mole percent of the X and Y groups; each M is independently a calcium or magnesium ion; each R is independently a hydrocarbyl group containing 1 to about 60 carbon atoms; m is 0 to about 10; n is 0 or 1 provided that when n is 0 the M is replaced with H; and each p is independently 0, 1, 2, or 3; provided that at least one aromatic ring contains an R substituent and that the total number of carbon atoms in all R groups is at least 7; and further provided that if m is 1 or greater, then one of the X groups can be -H;

the lubricating oil composition being characterized by a sulfur content of about 0.01 to about 0.25% by weight.

20. (Original) A lubricating oil composition made by combining:

(A) a base oil;

(B) a phosphorus-containing compound represented by the formulae

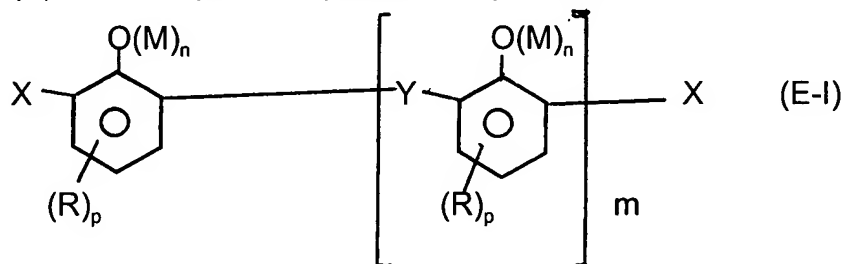


wherein Formulae (B-I) and (B-II), R^1 , R^2 and R^3 are independently hydrogen or hydrocarbyl groups, and a , b and c are independently zero or 1;

(C) a polyisobutene substituted succinimide containing at least about 50 aliphatic carbon atoms in the polyisobutene group;

(D) a calcium or magnesium salt of an organic sulfur acid, a carboxylic acid, a lactone or a phenol;

(E) a compound represented by the formula



wherein in Formula (E-I): each X independently is -CHO or -CH₂OH; each Y independently is -CH₂- or -CH₂OCH₂-; wherein the -CHO groups comprise at least about 10 mole percent of the X and Y groups; each M is a calcium or magnesium ion; each R is independently a hydrocarbyl group containing 1 to about 60 carbon atoms; m is 0 to about 10; n is 0 or 1 provided that when n is 0 the M is replaced with H; and each p is independently 0, 1, 2, or 3; provided that at least one aromatic ring contains an R substituent and that the total number of carbon atoms in all R groups is at least 7; and further provided that if m is 1 or greater, then one of the X groups can be -H; and

(F) a zinc dialkyl dihiophosphate;

the lubricating oil composition being characterized by a sulfur content of about 0.01 to about 0.25% by weight and a phosphorus content of about 0.02 to about 0.14% by weight.

21. (New) The composition of claim 19 wherein the composition further comprises (C) an acylated nitrogen-containing compound having a substituent of at least about 10 aliphatic carbon atoms.

22. (New) The composition of claim 21 wherein the acylated nitrogen-containing compound (C) is derived from a carboxylic acylating agent and at least one amino compound containing at least one -NH- group, the acylating agent being linked to the amino compound through an imido, amido, amidine or salt linkage.

23. (New) The composition of claim 21 wherein the acylated nitrogen-containing compound (C) is a polyisobutene substituted succinimide containing at least about 50 aliphatic carbon atoms in the polyisobutene group.

24. (New) The composition of claim 19 wherein the composition further comprises (D) an alkali or alkaline earth metal salt of an organic sulfur acid, a carboxylic acid or a phenol.

25. (New) The composition of claim 24 wherein (D) is a neutral or basic alkali or alkaline earth metal sulfonate, carboxylate or phenate.

26. (New) The composition of claim 24 wherein (D) is a neutral or basic alkali or alkaline earth metal salt of an aliphatic-hydrocarbon substituted salicylic acid or a lactone.

27. (New) The composition of claim 24 wherein the alkali or alkaline earth metal in (D) is calcium or magnesium.

28. (New) The composition of claim 19 wherein the lubricating composition further comprises (F) a metal salt of a phosphorus-containing compound represented by the formula



wherein in Formula (F-I), X^1 , X^2 , X^3 and X^4 are independently O or S; a and b are independently zero or 1; and R^1 and R^2 are independently hydrocarbyl groups.

29. (New) The composition of claim 28 wherein (F) is a zinc dialkyl dithiophosphate.

30. (New) The composition of claim 19 wherein the lubricating oil composition further comprises (G) a dispersant viscosity index modifier.

31. (New) The composition of claim 30 wherein (G) is an olefin copolymer or an acrylate or methacrylate copolymer which is grafted with maleic anhydride and then derivatized with an alcohol or an amine.

32. (New) The composition of claim 19 wherein in Formula (B-I), R^1 , R^2 and R^3 are independently aromatic or alkyl aromatic groups, and a, b and c are each 1.

33. (New) The composition of claim 19 wherein (B) is a tri (alkylphenol) phosphate or a triphenyl phosphite.

34. (New) The composition of claim 19 wherein the lubricating oil composition further comprises at least one ashless detergent or dispersant, corrosion-inhibiting agent, antioxidant, viscosity modifier, pour point depressant, friction modifier, fluidity modifier, copper passivator or anti-foam agent.